

\$15

NEW NO.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.*

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL
URBAN A. LESTER

CABLE ADDRESS
ALVORD

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

RECORDATION NO. **16799** FILED 1425

March 20, 1990

MAR 20 1990 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

0-079A015

Ms. Noreta R. McGee
Secretary
INTERSTATE COMMERCE COMMISSION
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of a Memorandum of Lease Agreement dated as of January 24, 1990, a primary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Southern Pacific Transportation Company
One Market Plaza
San Francisco, California 94105

A description of the railroad equipment covered by the enclosed document is:

Twenty (20) five-platform Maxi-Stack IBC container stack cars manufactured by Gunderson, Inc. bearing SP 513505-SP 513524, both inclusive (formerly CHTT 1000 - CHTT 1019, both inclusive).

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

CT. Karpman
C. O'Donoghue

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
March 20, 1990
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Kindly return stamped copies of the enclosed documents not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of January 24, 1990 between Greenbrier Leasing Corporation, Lessor, and Southern Pacific Transportation Company, Lessee, covering 20 five-platform Maxi-Stack IBC container stack cars, SP 513505 - SP 513524, formerly CHTT 1000 - CHTT 1019, each both inclusive."

Very truly yours,


Charles T. Kappler

Enclosures
CTK/bg

16799

RECORDATION NO. _____ FILED 1400

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

SOUTHERN PACIFIC TRANSPORTATION COMPANY ("LESSEE")

JANUARY 24, 1990

Memorandum of a Lease Agreement made and entered into as of January 24, 1990 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Southern Pacific Transportation Company, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty (20) five-platform Maxi-Stack™ IBC container stack cars manufactured by Gunderson, Inc., having 125-ton intermediate trucks and 40-foot wells capable of handling 20-foot containers in all wells and bearing marks and numbers as follows:

<u>New Numbers</u>	<u>Old Numbers</u>
SP513505 - SP513524, inclusive	CHTT 1000 - CHTT 1019, inclusive

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norman M. Webb, V.P.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: CEP

L022102.1

STATE OF OREGON

COUNTY OF CLACKAMAS

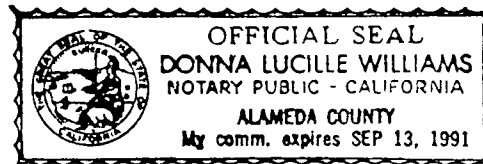
On this 21st day of February, 1990, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/23/90

STATE OF CALIFORNIA

COUNTY OF



On this 1st day of March 1990, before me personally appeared Craig E. Philip, to me personally known, who being by me duly sworn, says that he is Vice President of SOUTHERN PACIFIC TRANSPORTATION COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Donna Lucille Williams
NOTARY PUBLIC

My commission expires:

September 13, 1991

L022102.1